APPENDIX

Conn. Public Acts, 1871, Chap. 129.

An Act in addition to an Act entitled An Act concerning Communities and Corporations.

WHEREAS, for their common benefit and interest, and for the convenience and benefit of the public, the New York and New Haven railroad company and the Hartford and New Haven railroad company, did on the 3d day of August, 1870, enter into certain perpetual covenants and agreements, under authority of and in accordance with the statute laws of this state, which covenants have been fully adopted and approved by the unanimous vote of the stockholders of said Hartford and New Haven railroad company, and by the vote, almost unanimous, of the stockholders of said New York and New Haven railroad company; which covenants and agreements have merged the entire railways and properties of said corporations into a joint estate, and have brought the management of both of said corporations under a common board of managers, and have secured perpetually the income of both said roads to be a common fund for the expenses, and liabilities, and dividends, of both companies, and as it would be for the convenience and best interest of said companies, and of the traveling and shipping public having dealings with them, that said companies should have a single corporate existence: therefore,—

Be it enacted, etc.:

SECTION 1. The Hartford and New Haven railroad company may sell, transfer, merge, and consolidate

its corporate rights, powers, and estate, to, into, and with the New York and New Haven railroad company, upon such consideration, terms, stipulations, and conditions, as may be agreed upon between said corporations, and are authorized by the provisions of this act.

SEC. 2. The directors of said corporations may, in the names and under the seals of their respective corporations, enter into joint articles of agreement for the sale, transfer, purchase, merger, and consolidation hereby authorized, prescribing the considerations, terms, and conditions thereof, the mode of effecting such transfer, merger, and consolidation, the name of such consolidated corporation, and the number of directors thereof, which shall not be more than twenty-one, nor less than nine, a majority of whom shall be citizens residing in this state, and the persons who shall act as such directors until the next regular election of directors by said consolidated corporation, the number of shares, and the amount of the capital stock of said consolidated corporation, which shall not exceed the present authorized capital of said companies, the manner of converting the capital stocks of said original corporations into the capital stock of the consolidated corporation, and the compensation to be made for fractional parts of shares, and such other matters, things, and details, as may be necessary or proper to effect the purposes and merger aforesaid.

SEC. 3. Said agreement of the directors hereinbefore authorized shall be submitted to the stockholders of each of said corporations separately, at a meeting specially called for that purpose, and if approved by a vote of at least two-thirds of the stock represented at each of the said meetings, and not other-

wise, said agreement made by said directors shall become the agreement of said corporations respectively, and a certified copy thereof, together with a certificate of the adoption of said agreement by the stockholders of said respective corporations, under the hand of the secretary of each of said corporations, shall be filed in the office of the secretary of this state, and thereupon said Hartford and New Haven railroad company shall be and become merged and consolidated in and with said New York and New Haven railroad company; and said consolidated corporation shall continue a body politic and corporate, under the corporate name of the New York, New Haven and Hartford railroad company, and shall possess, hold, and enjoy all the rights, powers, franchises, and privileges theretofore vested in either of said corporations; and all the property, real and personal, including all rights of way and rights of action, belonging to either of said corporations, shall be deemed and taken to be transferred to and vested in the corporation into which such merger is made, without further act or deed to be done, executed, or performed: *provided,* that nothing in this act shall be so construed as to authorize said last named corporation to merge, consolidate, or make joint stock with any other railroad company, or make perpetual lease with any such railroad, without consent of the general assembly first had and obtained.

SEC. 4. All rights of creditors and all liens upon the property of either of said original corporations, shall continue unimpaired, and all debts, contracts, and liabilities of either of said original corporations shall attach to, and become binding upon such consolidated company, and may be enforced in the same manner, and to the same extent, as if contracted or

incurred by said latter corporation; and said original corporations shall at all times be taken to be in existence in their original names and capacities for the enforcement of any and all claims in favor or against either of said corporations.

SEC. 5. If any stockholder of either of said original corporations shall, at said meeting of stockholders, or within sixty days thereafter, object to such proposed transfer and merger, and signify to such corporation his objections in writing, such stockholder, or said consolidated corporation may, if said contract of merger shall have been approved and taken effect as aforesaid, at any time thereafter, apply by petition in writing, to any judge of the superior court to appoint one or more disinterested persons to appraise the value of the shares or share of such stockholder, and said judge—reasonable notice first being given to the adverse party, which notice said judge is authorized to prescribe—shall appoint one or more disinterested persons to make such appraisal; and said person or persons so appointed shall, under oath, appraise the value of said stock, and make return thereof in writing under his or their hands, to said judge, who shall lodge the same with the clerk of the superior court, in the county in which such application shall be made, and said clerk shall record the same; and when so returned and recorded, such appraisement shall have the effect of a judgment, and execution may issue therefor in favor of such stockholder against said corporation; and said appraisement shall be paid in full by said corporation to said stockholder if to be found within this state; if not, then to the treasurer of the state, who is hereby authorized to receive and hold the same on deposit for the use, and to the order of such stockholder; and

when said appraisement shall have been so paid or deposited as aforesaid, said stockholder shall cease to have any further interest therein, and shall, on demand made, surrender said stock and all certificates thereof to said corporation; and the fees of said appraisers and of said clerk, shall be taxed by said judge and paid by said corporation.

SEC. 6. Said consolidated corporation shall be subject to the charter of the corporation into which such merger is made, as such charter may be modified by such agreement of merger, and by the provisions of this act: *provided, however,* that when a special duty, liability, or burden is imposed, or any special privilege, franchise, or immunity conferred on the corporation so merged, as aforesaid, by its charter, such duty, liability, or burden shall, until otherwise ordered, attach to, and be discharged by, and such franchise, immunity or privilege be enjoyed by such consolidated corporation, so far as the same were applicable to the road and franchise of said merged corporation.

SEC. 7. Said consolidated corporation shall ticket passengers, check baggage, way bill freight, transfer cars, and give equal facilities for the convenient transfer of passengers, baggage, and freight, to and from all connecting railroads, and shall make no unequal discrimination for or against either of said railroads in its joint passenger and freight rates, or in the division of said rates.

SEC. 8. Said consolidated corporation shall at all times be subject to the power, control, and legislation of the general assembly of the state.

SEC. 9. This act shall take effect upon its passage.

Approved, July 26th, 1871.

Mass. Acts and Resolves, 1872, Chap. 171.

An Act to authorize the Hartford and New Haven Railroad Company to consolidate with the New York and New Haven Railroad Company.

Be it enacted, etc.:

SECTION 1. The Hartford and New Haven Railroad Company may sell, transfer, merge and consolidate its corporate rights, powers and estate to, into and with the New York and New Haven Railroad Company, upon such considerations, terms, stipulations and conditions as may be agreed upon between said corporations and as are authorized by the provisions of this act.

SEC. 2. The directors of said corporation may enter into proper agreements for the sale, transfer, purchase and merger hereby authorized, prescribing the terms and conditions thereof, the mode of effecting such transfer, merger and consolidation, and the number of directors thereof, one or more of whom shall be citizens of this Commonwealth, the amount of the capital stock of such consolidated corporation, which shall not exceed the present capital of said companies, the manner of converting the capital stock of said original corporations into the capital stock of said consolidated corporation, and such other matters and things as may be necessary or proper to effect the purposes and merger aforesaid: *provided, however,* that such agreement of the directors hereinbefore authorized shall be submitted to the stockholders of each of said corporations separately, at meetings specially called for that purpose, and, if approved by a vote of at least two-thirds of the stock represented at each of

said meetings, said agreement so to be made by said directors shall become the agreement of said corporations respectively, and a certified copy thereof, together with a certificate of the adoption thereof by the stockholders of said respective corporations, under the hand of the secretary of each of said corporations, shall be filed in the office of the secretary of this commonwealth.

SEC. 3. Upon the filing of such certificate said companies shall become and be merged and consolidated into one corporation, under the name of the New York, New Haven and Hartford Railroad Company, and shall become and be a body politic and corporate, and shall possess, hold, and enjoy all the rights, powers, franchises and privileges, theretofore vested in either of said corporations, and all property, real and personal, of said companies, shall be deemed to be vested in said consolidated corporation.

SEC. 4. All rights of creditors and all liens upon the property of either of said corporations shall continue unimpaired, and all debts, contracts and liabilities of either of said corporations shall continue unimpaired, and shall attach to and become binding upon such consolidated company, and may be enforced in the same manner and to the same extent as if incurred by said latter corporation, and in the courts of Massachusetts in all cases in which the claimants shall so elect.

SEC. 5. Said consolidated corporation shall be subject to the charter of the corporation into which such merger is made: *provided, however,* that when a special duty or liability is imposed, or any special franchise, privilege or immunity is conferred on the corporation so merged by its charter, such duty or

liability shall attach to and be discharged by, and such franchise, immunity or privilege be enjoyed by such consolidated corporation, so far as the same is applicable to the road and franchise of said merged corporation.

SEC. 6. Said consolidated corporation shall ticket passengers, check baggage, way-bill freight, transfer cars and give full and equal facilities for the convenient transfer of passengers, baggage and freight, to and from all connecting railroads, and shall make no unequal discrimination for or against either of such railroads, or any railroad that may at any time meet or connect with the said consolidated railroad.

SEC. 7. Said consolidated corporation shall at all times be subject to the legislature of this state as to that portion of its road in this state, as heretofore; and shall be subject to the general laws of this state as to its whole road so far as such laws may be applicable thereto.

SEC. 8. The provisions of the eleventh section of the charter of the New York and New Haven Railroad Company shall remain in force and apply to that portion of the road of the consolidated company which is now the New York and New Haven Railroad, and, for the purposes contemplated in that section, the portion of the consolidated road which is now the Hartford and New Haven Railroad, shall forever be considered a connecting road.

SEC. 9. This act and any act regarding the said consolidated corporation, shall be subject to alteration, modification or repeal by the legislature.

SEC. 10. This act shall take effect upon its passage.

Approved, April 5, 1872.